

**Notification of the rights of shareholders  
under §§ 109, 110 and 118 of the Austrian Stock Corporation Act  
(§ 106 (5) of the Austrian Stock Corporation Act)**

**Request for the inclusion of points on the agenda**

**§ 109.** (1) Shareholders whose combined stakes equal or exceed five per cent of share capital may, in writing, call for the inclusion of specific points on the agenda of the next annual general meeting and the public announcement of the same. Each point of the agenda must be accompanied by a recommendation for a resolution as well as a statement of the reasons for the motion. The articles of association may tie this right to a less strict form or to a lower stake in share capital. The shareholder(s) must be in possession of the shares for at least three months prior to the introduction of the motion.

(2) A request in accordance with para. 1 is to be considered when it is received by the company no later than the 21st day prior to a general meeting (§ 104), otherwise no later than the 19th day prior to the annual general meeting. If the request is not received by the company in time to be included on the original agenda, it is sufficient when an amended agenda is announced in the same manner as the original agenda, but no later than the 14th day prior to the annual general meeting. However, a listed company must make the announcement defined in § 107 (3) no later than the second working day after the end of the period specified in the first paragraph and also publish the amended agenda together with the statement of reasons on its website as of this date. Moreover, § 108 (3) to (5) apply analogously.

**Recommendations for resolutions by shareholders**

**§ 110.** (1) In a listed company, shareholders whose combined stakes equal or exceed one per cent of share capital may submit, in text form, recommendations for resolutions and call for the publication on the company's website of these recommendations together with the name of the involved shareholder(s), the statement of reasons and any statement by the management board or the supervisory board. The articles of association may tie this right to a lower stake in share capital. The request is to be considered when it reaches the company no later than the seventh working day prior to the annual general meeting. The company must meet the request no later than the second working day after receipt, unless it represents a case as defined in para. 4. Moreover, § 108 para. 4 last sentence applies analogously.

(2) If the recommendation is related to the election of a supervisory board member, a statement by the recommended person in accordance with § 87 (2) is to be submitted in place of the statement of reasons.

(3) The company must open at least one electronic communications path for the transmission of recommendations for resolutions by shareholders. The formal requirements for this path may only include data that is necessary and appropriate to identify the shareholder(s) and to establish the content of the recommendation. If the articles of association do not define any other communications path, the submission of recommendations by telefax is permitted.

(4) A recommendation for a resolution must not be published on the company's website when

1. it does not include a statement of reasons or the statement required by § 87 (2) is missing,
2. it would lead to a resolution of the annual general meeting that violates law or the articles of association,
3. a similar recommendation based on the same facts has already been published in accordance with para. 1,
4. it meets the objective criteria for slander (§ 111 of the Austrian Criminal Code) or libel (§ 115 of the Austrian Criminal Code) or its publication would make the management board liable to prosecution, or
5. the shareholders have indicated they will not attend the annual general meeting and will also not be represented.

The statement of reasons must not be published if it is longer than 5,000 characters or if it meets a criterion in the sense of no. 4. If several shareholders submit recommendations for resolutions on the same point of the agenda, the management board may combine these recommendations and the statements of reasons.

(5) The articles of association of a non-listed company can establish that recommendations for resolutions by shareholders be announced prior to the annual general meeting. If there are no provisions to the contrary, paras. 1 to 4 apply analogously.

(6) The company is not liable for damages arising solely from the announcement of recommendations for resolutions by shareholders.

### **Right to information**

**§ 118.** (1) Every shareholder has the right to request information on the business affairs of the company at the annual general meeting, to the extent that this information is required to correctly evaluate a point on the agenda. This requirement to provide information also covers the legal and business relationships of the company with a subsidiary. If the consolidated financial statements and the group management report of a parent company (§ 244 of the Austrian Commercial Code) are presented at the annual general meeting, the requirement to provide information also extends to the position of the group and the companies included in the consolidated financial statements.

(2) The provision of information must reflect the principles of conscientious and true accountability.

(3) The provision of information may be refused if

1. under reasonable entrepreneurial judgment, it is capable of creating a significant disadvantage for the company or a subsidiary, or
2. the provision of this information would be punishable under law.

(4) The provision of information may also be refused if this information was available in the form of questions and answers on the company's website for at least seven days without interruption prior to the start of the annual general meeting; § 108 (4) last sentence applies analogously. Reference must be made to the reason for the refusal to provide information.